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& EQUITY RESEARCH GROUP

Friday January 31, 2003

To: Division of Corporations / Registration Section

Re: Registering a foreign limited liability company to transact business in Florida

Dear "Division Of Corporations" Person:

As the sole owner of a limited liability company (LLC) incorporated in Delaware under the name *Heritage First Capital & Equity Research Group, LLC*, I am enclosing the required application, certificate and check so I may transact business in the state of Florida.

Per instructions from your office, I am enclosing a check for the filing fee application, the designation of registered agent fee and the certificate of status fee.

Along with this transmittal letter, the enclosed materials include an original certificate of existence (no more than 90 days old), a completed application by a foreign limited liability company for authorization to transact business in Florida, a certificate of designation of registered agent/registered office and a check made payable to the Florida Department of State for \$130.00.

Please mail any correspondence and the certificate of status to my business address at:

Heritage First Capital
Attn: Scott Gibson
120 International Parkway
Suite 220
Heathrow, Florida 32746

If you have any questions, you may reach me directly at the office phone # 407.444.5959.

Thank you for your attention to this matter and best regards.

Sincerely;

Heritage First Capital & Equity Research Group

Scott A-B Gibson

Managing Principal

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

Heritage First Capital & Equity Research Group, LLC	
(Name of foreign limited liability company)	
2. Delaware	
2. Utrisdiction under the law of which foreign limited liability company is organized) 3 (FEI number, if appliance)	cable)
4. September 26, 2001 5. Perpetual	
(Date of Organization) (Duration: Year limited liability or exist or "perpetual"	ompany will cease to
6. January 15, 2002	
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.15	35, F.S.)
7. 120 International Parkway - Suite 220	
Heathrow, Florida 32746	
(Street address of principal office)	
8. If limited liability company is a manager-managed company, check here	
9. The name and usual business addresses of the managing members or managers are	as follows:
Scott A-B Gibson / 120 International Parkway - Suite 220 - Heathrow, Flor	ida 32746
	·
	<u>.</u>
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the offici	
the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate	is in a foreign language, a
translation of the certificate under eath of the translator must be submitted.)	
11. Nature of business or purposes to be conducted or promoted in Florida: Advertis	ing, Marketing
and Public / Investor Relations	03 .
(A A A A A A A A A A A A A A A A A A A	· · · · · · · · · · · · · · · · · · ·
Signature of a member or an authorized representative of a mem	
(In accordance with section 608.408(3), F.S., the execution of this document constitute an affirmation under the penalties of perjury that the facts stated herein are true.)	ies 📑 i
Scott A. R. Gibbon	= <u>-</u>
Typed or printed name of signee	

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the Limited Liability Company is:	
Heritage First Capital & Equity Research Group, LLC	
The name and the Florida street address of the registered agent and office are:	
Scott A-B Gibson	
(Name)	
120 International Parkway - Suite 220	
Florida street address (P.O. Box NOT ACCEPTABLE)	
Heathrow, Florida 32746 FL	
(City/State/Zip)	

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

(Signature)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERITAGE FIRST CAPITAL & EQUITY RESEARCH GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JANUARY, A.D. 2003.



Darriet Smith Windson Secretary of State

AUTHENTICATION: 2212135

DATE: 01-17-03

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